

ATTACHMENT G

Minutes of RBI Shareholders' Meeting
February 1, 1994



WTVE • Reading Broadcasting, Inc.

MINUTES OF THE ANNUAL
SHAREHOLDERS MEETING OF
READING BROADCASTING, INC.

The Annual Meeting of the Shareholders of Reading Broadcasting, Inc. was held on Tuesday, February 1, 1994 at the studio facility of the Corporation located at 1729 North Eleventh Street, Reading, Berks County, Pennsylvania.

Present were:

A.W. Busby
Robert C. Clymer, MD
Ivin Cohen
Jack A. Linton
Harvey L. Massey
Frank D. McCracken
Catherine Z. Morrow
Micheal Parker
Sergio V. Prosperpi, MD
Ralph H. Tietbohl, MD
Patricia J. Verbinski

Also present were:

Daniel Bendetti - WTVE-TV 51
Linda Hendrickson - RBI
Nelson Long - Beard & Co.
George Mattmiller - WTVE-TV 51
H. Marvin Mercer, III - Weiss & Mercer
Barbara Williamson - WTVE-TV 51

Mike Parker called the meeting to order at 6:15 PM and began discussing the progress of Reading Broadcasting, Inc. to date:

1. The Corporation has resolved all of its legal battles as far as who is in control;

2. The Corporation, following last year's election, has been represented by one unified Board of Directors consisting of Robert C. Clymer, MD; Irvin Cohen; Frank D. McCracken; Mike Parker; and Judge M. Rose;

3. Two payments remain until all Unsecured Creditors are paid off, in accordance with the Plan of Reorganization coming out of bankruptcy;

4. Time payments are being made to Administrative Creditors in accordance with the Reorganization Plan; and

5. Payment schedules have been established to see that all Unsecured and Administrative Creditors will get paid off over the next year.

Mike Parker introduced H. Marvin Mercer, III and Jack A. Linton. Mike Parker stated that while both Mr. Mercer and Mr. Linton had been at odds in the past, each had been instrumental in the Corporation's emergence from bankruptcy. Mike Parker stated that it is his desire that moving forward, Mr. Mercer and Mr. Linton will continue their assistance in structuring a positive growth plan for WTVE's future.

Mike Parker then began a discussion of the television industry and the value of must-carry. Must-carry, mandated by Congress, states that cable companies within a station's Area of Dominant Influence (ADI) are required to carry the station on their systems, provided the station provides a signal to the cable headend of adequate quality.

Mike Parker stated that the benefits derived from the passage of the law in the summer of 1992 have already been felt by the station. As a basis for comparison, before must-carry went into effect in October of 1993, WTVE was carried either full-time or part-time on area systems that reached around 100,000 subscribers. Passage of must-carry increased that number by over 200,000 subscribers. Presently, the station is carried on area systems that is received by approximately 335,000 cable television households.

Mike Parker then spoke of signal enhancement. Signal enhancement allows the station to deliver an acceptable signal to cable headends it would normally be unable to reach due to distance and terrain. A number of cable systems within WTVE's ADI qualify for signal enhancement. The station has ascertained that by providing the proper antennas and amplification devices to these systems, it can reach an additional approximately 300,000 cable households.

The cable law states that while cable headends are obligated to carry broadcast stations which reach their headends with acceptable levels, it is the station's obligation to pay for any enhancement, including tower rigging and installation. To this end, Mike Parker stated that a total of \$25,000.00 will be budgeted to provide signal enhancement to each of the headends requiring amplification in which to adequately receive the station's signal.

Once signal enhancement has been accomplished, Mike Parker stated that WTVE will have the ability reach somewhere in the neighborhood of 700,000 cable households. He further stated that an increased number of cable subscribers makes a vast difference in negotiating for increased program and air time rates.

Mike Parker then stated that if WTVE changed its program format, the station could pick up roughly an additional 1.0 million cable subscribers throughout the Delaware Valley, Philadelphia and southern New Jersey.

Mike Parker explained that WTVE's ability to gain access to cable systems east of Philadelphia are limited by the presence of WHSP-TV 65 out of Vineland, New Jersey. The cable law states that systems are not obligated to carry two stations in the same ADI whose programming substantially duplicates the other. Since Channel-65 airs HSN-NET II, identical to WTVE, the stations cancel each other out on overlapping systems. When this instance occurs, the law states that systems are obligated to carry only the closer of the two. Therefore, Channel-65 is carried on systems primarily in Philadelphia and southern New Jersey, while WTVE is picked up on systems west of Philadelphia.

Mike Parker stated that he and Linda Hendrickson, Vice President of RBI, had recently returned from the National Association of Television Program Executives (NATPE) convention in Miami, where they had met with Todd Cralley and Cynthia Spanos, from HSN's Affiliate Relations Department. Mr. Cralley and Ms. Spanos had spoken of the

possibility of switching WTVE to their Spree Network. This Network, in the process of being rolled out, will feature upscale merchandise from the likes of Saks Fifth Avenue and Macy's. Though it still incorporates a shop-at-home format, it is understood that this service is different enough from HSN NET II, which WHSP will continue to air, to allow both stations to stake a claim on the remainder of the cable systems in the ADI which have been heretofore unapproachable due to substantial program duplication.

A discussion then ensued about HSN's plans to offer an upscale televised shopping service. Mike Parker distributed copies of an article that appeared in the Friday, January 14, 1994 edition of The Wall Street Journal, submitted by Irvin Cohen, that detailed HSN's new programming format, as well as similar upscale ventures being contemplated by QVC Network, R.H. Macy & Co., Nordstrom, Inc. and others (please see attached).

Mike Parker stated that the talks with HSN involved switching to the new Network in the ensuing months, as well as the possibility that HSN would finance the station's tower move. Mike Parker stated that the new tower was important to WTVE, as well as Home Shopping Network, as a means of providing coverage throughout the Philadelphia ADI, all the way to Atlantic City.

A discussion ensued on the site of the new tower. Mike Parker stated that he believed the last newsletter stated that the land had been optioned - a ten-acre site on Fancy Hill. He stated that Fancy Hill was the last range of mountains between Berks County and Atlantic City. The location is roughly where the star is placed, which can be seen from 422 outside of Pottstown during the Christmas season.

Mike Parker stated that a nearby site had already been approved by the Federal Aviation Authority and that changing locations, when this sort of a distance is involved, is nothing more than a formality. The location, along with an impressive average height above terrain, will provide the tallest tower facility between Harrisburg and Philadelphia. Also of importance, the move will be accomplished through funds that will not require RBI to give away most of the company, which arrangements in the past would have dictated.

Mike Parker then introduced a 3-minute video produced by WTVE that showed recently completed building renovations.

Following the video, Mike Parker explained that Advantage Cable was the new tenant in the building. He stated that Irvin Cohen had sent him their prospectus that was being circulated last summer. Soon thereafter, Mike Parker received a call from Tall Tower, RBI's managing tower agent, in which it was stated that Advantage Cable was looking for tower space.

Following an initial meeting between the two parties, RBI entered into a 3-year lease with Advantage Cable that includes building and warehouse space; tower and transmitter space; downlink space; and engineering support provisions. The Agreement calls for Advantage Cable providing building improvements for their office/warehouse space and common areas.

Though the cafeteria and other areas are not completed, the result has been a thoroughly improved building, including comprehensive rewiring.

RBI is working with the designer on other parts of the building so the whole project will come together. The timetable for completion will be March, 1994.

Mike Parker stated that Advantage Cable is paying monthly rent, as well as fees for engineering services that WTVE provides. He stated that so far, the arrangement is quite equitable - especially in light of the improvements made to the building.

A discussion of finances then ensued. Mike Parker stated that Meridian Bank has agreed to grant a five-month delay, until May of 1994, when increased payments stipulated in the Plan of Reorganization will commence. He stated that Meridian Bank has approved the Lease Agreement between RBI and Advantage Cable.

Mike Parker stated that as a part of the contract, Advantage Cable will be required to carry WTVE-TV 51 in its over-the-air package. He explained that Advantage Cable installs outside antennas at each of its subscribers so that signals can be pulled off-air. Mike Parker stated that Advantage Cable estimates having about 50,000 subscribers in the not-too distant future.

Dan Bendetti, WTVE's Station Manager, introduced a seven-minute video, produced by Advantage Cable in conjunction with WTVE, that showed how the new service will operate.

Following the video, Mike Parker introduced Nelson Long from Beard & Co. for a discussion of year-end 1992 financials. Copies of the year-end 1992 financials were distributed. Mike Parker stated that Nelson Long played a large part in the Corporation's success to date. Mike Parker also stated that Nelson Long's firm, Beard & Co., has been very active and supportive on a number of different fronts in assisting RBI out of bankruptcy.

Mike Parker stated that the year-end 1992 financial report is the first baseline report coming out of bankruptcy. He stated that year-end 1993 report will shed further light on the Corporation's finances, reflecting payments to Unsecured and Administrative Creditors.

Nelson Long stated that monthly and quarterly reports are being processed and that year-end 1993 financials should be available sometime in late June of 1994. He stated that a lot of the delay involves the complexities of some of the transactions and the amount of time to accomplish the reviews. He stated that based on the figures, the Corporation has come a long way.

Mike Parker stated that RBI wouldn't have survived to this point without the efforts of Beard & Co., Marvin Mercer and Meridian Bank. These parties all had the foresight to put a plan together that would work over a long period of time. He stated that while the Corporation isn't there yet, it will become a success if the prescribed plan of reorganization is adhered to.

Mike Parker then spoke of the station's license renewal process. He stated that every five years, the license must be renewed. He stated that members of WTVE's staff are working to pull together information that pertains to their various departments and states that he's confident that the process will be accomplished in an efficient and expeditious fashion.

A discussion of the land negotiations ensued. Mike Parker stated that the 10-acre site on the aforementioned parcel of land atop Fancy Hill in Earl Township had been optioned. He further stated that it can be purchased for the set price.

He stated that application to the Federal Communications Commission should be complete in the next 30-60 days. Following that, it could take another 30 days for the FCC to grant a Construction Permit to begin building the new tower. Mike Parker stated that he is confident that this process will be completed without a delay.

Concurrently, Mike Parker stated that negotiations are underway with Home Shopping Network for financing the tower relocation without having to go outside for funds.

Mike Parker then spoke about electing two new members to the RBI Board of Directors. He stated that A.W. Busby had been instrumental in settling the disputes between STV-Reading and RBI in a favorable, productive light and that the present Directors suggested he be added to the Board; also, Mike Parker suggested electing a broadcaster to the Board of Directors, Larry Rogow, President and Managing Director of Venture Technologies Group, Inc. Mike Parker stated that Larry Rogow operates a station in Los Angeles, has been involved in the business for a number of years and owns a large stake in Value-Vision television.

In order to determine that a quorum exists for the purpose of electing Board members and conducting other business that should come before the Shareholders, Mike Parker commenced a roll call of outstanding shares, certificate-by-certificate:

Partel, Inc.	124,402	Present
Henry N. Aurandt, MD & Helen K. Aurandt, as Tenants by the Entireties	17,537	Not Present
Robert A. Denby, MD	19,922	Not Present
Irvin Cohen	12,067	Present
Roger N. Longenecker, MD & L. Carole Longenecker, as Tenants by the Entireties	15,413	Not Present
Ralph H. Tietbohl, MD	12,874	Present
Patricia J. Verbinski	16,405	Present
Robert C. Clymer, MD & Fay H. Clymer, as Tenants by the Entireties	5,943	Present
Sergio V. Proserpi, MD & Penelope P. Proserpi, as Tenants by the Entireties	10,194	Present
Alison A. Rotenberg	1,169	Not Present
Larry A. Rotenberg	1,169	Not Present
Larry A. and Alison A. Rotenberg	2,339	Not Present
David E. Mann, Sr. & Barbara W. Mann	9,977	Not Present
Edward C. Fischer, MD & Noni J. Fischer, as Tenants by the Entireties	12,121	Not Present
Bernard R. Gerber	2,338	Not Present
Jack A. Linton & Nancy A. Linton, as Tenants by the Entireties	2,338	Present

Catherine Z. Morrow	5,333	Present
Donald E. Stoudt, MD & Mary Lu Stoudt	1,350	Not Present
Joanne V. VanRoden	3,507	Not Present
Albert R. Boscov	3,243	Not Present
John R. Bower, Jr., MD & Jill L. Bower	8,014	Not Present
Henry N. Aurandt, MD Professional Corporation Employees Pension Plan and Trust Agreement	6,331	Not Present
Bank of Pennsylvania, Trustee for Ralph H. Tietbohl, MD Self-Employed Retirement Plan	1,809	Present
National Bank of Boyertown, Custodian of the Proserpi-Moser Plastic Surgery Clinic Profit Sharing Plan	1,809	Present
Larry A. Rotenberg, Custodian under Uniform Gifts to Minors Act for David A. Rotenberg	362	Not Present
Jack A. Linton & Bernard R. Gerber, Trustees of the Gerber & Linton Self-Employment Retirement Income Plan on behalf of Bernard Gerber	1,086	Present (per Jack A. Linton)
Jack A. Linton & Bernard R. Gerber, Trustees of the Gerber & Linton Self-Employment Retirement Income Plan on behalf of Jack A. Linton	1,086	Present (per Jack A. Linton)
David Hyman		
c/o Caroline Hyman Brooks	2,071	Not Present
STV Reading, Inc.	17,674	Not Present
George Pavloff	6,812	By Proxy
Ben F. Bowers	6,335	Not Present
Harvey L. Massey	4,905	Present
Al W. Busby	2,725	Present
Fred Hollingsworth	2,725	Not Present
Carol Anne Kasko	2,725	Not Present
Ethlyn Muir	2,725	Not Present
Hugh Norris	2,725	Not Present
Paul Pavloff	2,725	Not Present
Harry Brueckman	1,362	Not Present
John H. Gallen	1,362	Not Present
Helen Kirkpatrick	1,362	Not Present
Barbara MacCallum	1,362	Not Present
Martin Muir	1,362	Not Present
Mark Norris	1,362	Not Present
Richard M. Palmer, Jr.	1,362	Not Present

Stella Pavloff-Bull	1,362	Not Present
Martin Wohlbruck	1,362	Not Present
Dolores Gallen	681	Not Present
Andolpho E. Rodriguez, MD	1,362	Not Present
Henry N. Aurandt, MD, as Trustee of the Henry N. Aurandt, PC Employees Pension Plan Trust, as Pledgor, and Meridian Bank, as Pledgee	4,477	Not Present
Henry N. Aurandt, MD and Helen K. Aurandt, as Tenants by the Entireties, as Pledgors, and Meridian Bank, as Pledgee	18,082	By Proxy- Closing Document
Harvey L. Massey, as Pledgor, and Meridian Bank, as Pledgee	11,840	Present
Paul Pavloff, as Pledgor, and Meridian Bank, as Pledgee	6,577	Not Present
Stella Pavloff-Bull, as Pledgor, and Meridian Bank, as Pledgee	3,289	Not Present
Alfred W. Busby, as Pledgor, and Meridian Bank, as Pledgee	<u>6,577</u>	<u>Present</u>

Total Shareholder Votes (Present & By Proxy): 245,927

Total Outstanding Shares: 419,428

Based on the number of shares represented, either in-person or by proxy, calculated against the total number of outstanding shares, a quorum was declared in place for the purpose of conducting business and tabulating votes for the matters that should come before the Shareholders at this meeting.

Mike Parker nominated the current Board of Directors of RBI, consisting of Robert C. Clymer, MD; Irvin Cohen; Frank D. McCracken; Mike Parker; Judge M. Rose; and two additional new members, A.W. Busby and Larry Rogow.

Robert C. Clymer, MD seconded the nominations.

Their being no further nominations, the nominations were closed.

Mike Parker requested a motion to instruct the Secretary to cast a unanimous ballot for those nominated to the Board of Directors.

Upon motion duly made by Jack A. Linton and seconded by Ralph H. Tietbohl, MD, it unanimously carried.

Dr. Tietbohl inquired as to the number of Shareholders in the Corporation.

Mike Parker stated that there are 55 outstanding stock certificates. He stated that some individuals own more than one certificate. He stated that the number of Shareholders is right around 50, but that he could be off by one or two.

Mike Parker stated that a revised list of Shareholders will be sent out.

Jack Linton suggested attaching the revised list of Shareholders to the 1993 financial statement.

Dr. Tietbohl then inquired as to what the station plans to do in the event of an emergency, such as the earthquakes of Saturday evening, January 15, 1994. He stated that individuals were frightened and fearful and inquired as to what could be done in regards to disseminating information.

George Mattmiller, WTVE Assistant General Manager, stated that it is of utmost importance to alert our viewers of potential disasters such as earthquakes, floods, tornadoes, even aircraft disasters. He stated that it was important to keep our air operators informed as well as the public. George Mattmiller spoke of the Emergency Broadcast System (EBS) that relays emergency information on the statewide system. It was explained that when this information is received, the air operator types the information across the screen, such as "Tornado Watch in Effect Until 5:00 PM Today".

George Mattmiller explained that the station had no way of going "live" with cut-ins, but did say discussions are underway to bring back news segments during the five-minute breaks, leading to a possible 1/2-hour daily newscast. For the time being, efforts are underway to contact Mr. John Loos at the Disaster Relief Center to determine ways to most effectively inform WTVE's viewers about impending disasters.

At that point, Frank McCracken said that he could put the WTVE staff in touch with the proper authorities in order to produce the disaster-preparedness segments, in particular Mr. Jim Pollack from the Department of Public Safety.

Mike Parker introduced Frank McCracken in the capacity of RBI Board member and Councilman for the City of Reading.

A 17-minute video was then shown. Titled "Switchback Gravity Railroad", the documentary showcased America's second-oldest rail line that started as a coal train and eventually became a popular tourist attraction around the turn of the century. Produced by Dan Bendetti and WTVE Productions, the video won a "Golden Keystone Award for Broadcast Excellence" at the 1993 Pennsylvania Association of Broadcasters convention.

Following the video, no further business remained to be conducted before the Shareholders.

There were no further questions.

Upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

RESUMES

Following are the resumes of A.W. Busby and Lawrence Rogow, elected to the RBI Board of Directors at the Annual Shareholders' Meeting on February 1, 1994:

A.W. Busby - A graduate of Colgate University, Mr. Busby spent the majority of his career in the insurance industry. In 1956, he joined Parker & Co., a Philadelphia-based insurance firm which later merged with Frank B. Hall, a large, international insurance brokerage. From 1978-1988, Mr. Busby served as President and CEO of Frank B. Hall of Georgia.

Lawrence Rogow - As President and Managing Director of Venture Technologies Group, Inc., Mr. Rogow oversees ValueVision International, Inc., a rapidly expanding shop-at-home network. Other responsibilities include serving on the Board of Directors of Cable Brumas, which operates cable systems in Costa Rica. A graduate of the University of California at Santa Cruz, Mr. Rogow is responsible for Venture Technology's broadcast television holdings in Los Angeles, Phoenix, Tucson, Toledo and Pittsburgh. Previously, he served as General Manager of KREQ-TV, a northern California Fox affiliate.

MARKETPLACE

FRIDAY, JANUARY 14, 1994 B1

RETAILING

Home Shoppers
To Be Given Yet
Another Service

By PATRICK M. REILLY

Staff Reporter of THE WALL STREET JOURNAL

Home Shopping Network Inc. said it will launch another channel this summer to sell merchandise from name-brand retailers, catalogers and consumer product companies.

Home Shopping's service, called the Television Shopping Mall, is just the latest entry in the increasingly crowded field of electronic retailers trying to appeal to affluent audiences. QVC Network Inc. of West Chester, Pa., is launching an upscale network called Q2 this summer. Retailers R. H. Macy & Co. and Nordstrom Inc. plan their own TV shopping services.

And on Monday, catalog powerhouse Spiegel Inc., in partnership with entertainment and cable giant Time Warner Inc., will unveil details of its catalog-based home-shopping channel, Catalog 1. They will announce deals to sell merchandise from Sharper Image, Neiman Marcus, Crate & Barrel, Nature Co. and Williams-Sonoma Inc., as well as Spiegel subsidiary Eddie Bauer, the sports and outerwear marketer.

The new services all face an uphill climb in selling merchandise to the affluent. So far, services have made their revenue from selling bargain-priced items aimed at low- to moderate-income households. There have been brief forays from designer Diane Von Furstenburg, retailer Saks Fifth Avenue and the makers of Citizen watches. But it's still a medium dominated by jewelry and clothing from largely unknown vendors and manufacturers.

Home Shopping's national network, to be launched this summer, initially will reach three million cable homes and 20 million broadcast-TV homes. It will provide a televised stage on which marketers can control and design two-hour shows featuring their merchandise. Home Shopping, based in St. Petersburg, Fla., reaches 60 million television households; QVC is available in 50 million homes.

After 10 years on the air, the major home-shopping channels have about \$3 billion in combined sales. Some optimistic projections say the business could grow to \$25 billion by the end of the decade. But critics contend that people won't abandon the experience of shopping, particularly to buy big-ticket merchandise. And despite brisk sales, TV shopping channels are plagued by high return rates.

The first hurdle for the new shopping channels will be acquiring space on cable systems. Although cable-system owners plan to upgrade channel capacity, in the next two to five years there may not be enough slots on the TV channel lineup.

"Just how many shopping channels will cable operators feel they need?" says Kim Hendrix, senior manager at the Management Horizons division of Price Waterhouse. "Operators face the issue of programming mix on their systems. They may take two or three shopping channels, but I doubt they take more than that."

But Ms. Hendrix, like other industry analysts, believes the new, upscale shopping channels can significantly expand the audience for electronic retailing. "Our data show a good percentage of affluent customers aren't frequent shoppers on TV. But once you put something out there

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Shopping Network
Will Offer a Service
For Affluent Shopper

Continued From Page B1

worth buying, you will see numbers grow, says Ms. Hendrix.

A new shopping channel could restore some luster to Home Shopping Network whose founder and chairman, Roy Spee resigned last year amid charges of receiving kickbacks from vendors. The ne president and chief executive, former Turner Broadcasting System Inc. executive Gerald F. Hogan, has hired retailing and merchandising experts from several industries, cut costs and streamlined operations and improved the mix of merchandise on its basic shopping channels.

The Television Shopping Mall will have a different look from HSN's primary service, Home Shopping Club. Mr. Hogan says the televised mall will allow marketers create their own "stores" on air, each with a distinct look and sensibility. In contrast to the in-studio, 24-hour shopping club, the HSN mall could permit more elaborate production and visual effects since a show could be live, taped or both.

"Each of the 35 merchants will be able to craft the look and feel of their store to represent the image they want," he said.

Mr. Hogan said HSN has had informal talks about the Television Shopping Mall with marketers including cataloger Haver House, off-price retailer Marshalls and Macy's.

Over time, the competing upscale channels could find themselves in a battle for exclusive rights to certain retailers and marketers. While Mr. Hogan's electronic mall isn't signing companies to exclusive arrangements, Spiegel says it is signing marketers to appear only on its Catalog 1 for the test period. Catalog 1 will debut on test on various Time Warner-owned cable systems nationwide, with a national rollout planned for fall.

John J. Shea, Spiegel president and chief executive, also plans to have shopping channel look different from traditional home-shopping channels. Spiegel plans to feature models on runways or swimsuits modeled on location in Hawaii. "There definitely won't be any tall heads," Mr. Shea says. "This will be different."

ATTACHMENT H

Minutes of RBI Shareholders' Meeting
August 1, 1989

8/1/89

MINUTES OF A MEETING OF
THE SHAREHOLDERS OF
READING BROADCASTING, INC.

A meeting of the Shareholders of Reading Broadcasting was held on August 1, 1989 at 7:30 p.m. at the registered office of the Corporation, 1729 North Eleventh Street, Reading, Berks County, Pennsylvania.

It was reported by the secretary of the meeting, Jack A. Linton, that due notice had been given to all Shareholders of the time and place of the meeting and the purpose for same, and a copy of said Notice is attached to the minutes of this meeting.

Present were the following Shareholders:

Henry N. Aurandt, M.D.
Jack A. Linton
Bernard R. Gerber
Joanne Verbinski
Carol Longenecker
Robert & Elsie Denby
Sergio Proserpi, M.D.
Irvin Cohen
Robert & Faye Clymer
Edward & Nonie Fischer
Ralph Tietbohl

In addition to the aforementioned Shareholders, also present at the meeting were Mike Parker and Linda Hendrickson representatives of Partel, Inc.

The meeting was called to order at 7:30 p.m. by Henry N. Aurandt, M.D., President and Chairman of the meeting.

UPON MOTION DULY MADE, seconded and unanimously carried, it was

RESOLVED, that the reading of the minutes of the previous meeting be waived.

The Chairman announced that the meeting was duly convened and that the meeting was ready to transact such business as may lawfully come before it.

The Chairman of the Board, Henry N. Aurandt, then introduced Mike Parker of Partel, Inc. Mike Parker then made a presentation with respect to the following matters. First, Mr. Parker advised the Shareholders that he was operating and acting on behalf of the Company since June of 1989 under certain letter agreements which had been entered into by representatives of the Company. Pursuant to those letter agreements, Mr. Parker, on behalf of Partel, Inc., had entered upon the management of the Company. In the course of managing the Company, Mr. Parker advised the Shareholders that the Crimmons Company had signed an agreement with respect to a co-op advertising program. Our first project under the co-op advertising program will be to produce for Panasonic a commercial which will generate Three to Six Thousand Dollars revenue for the station plus the revenue from the actual production. In addition, Mr. Parker indicated that he was contemplating a religious program which would generate Eighteen to Twenty Thousand Dollars per month of additional income for the station. A letter of intent was in the process of being prepared for the Fancy Hill Tower Site in Earl Township and we were also checking out Long Hill which is also located in Earl Township. Our engineer from Washington will review both sites. Next, Mr. Parker put on a video tape presentation of the Mount Sutro Tower Site relocation for his San Francisco television station

involvement. Following the video Mr. Parker advised the Shareholders that it was his plan to reintroduce the news by December of 1989 and basically set up a news chain by using local cable companies as volunteer news gatherers. Mr. Parker then made an oral presentation regarding the various financial aspects of the Company including the various amounts of outstanding indebtedness, the present and projected position of the Company with respect to Meridian Bank and related financial issues. Following the oral presentation, Mr. Parker distributed a packet of materials for review by the Shareholders. This packet also contained the proposed management agreement between Partel, Inc., and the Company.

Mr. Parker's presentation then concluded and the meeting was turned over to Dr. Aurandt. The first item of official business was to consider the management services agreement with Partel, Inc. and after considerable discussion it was upon motion by Robert Denby, seconded by Sergio Proserpi and unanimously carried,

RESOLVED, that the Management Services Agreement between Partel, Inc. and Reading Broadcasting, Inc. be and is hereby approved and that the appropriate officer of the Corporation be and is hereby authorized to execute same on behalf of the Corporation.

The next item of business to consider was the election of a new Board of Directors. The Chairman requested nominations from the floor and after discussion, Sergio Proserpi placed in nomination, the following five individuals:

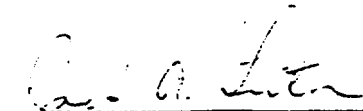
Mike Parker
Henry N. Aurandt, M.D.
Robert Clymer, M.D.
Jack A. Linton, and
Edward Fischer, M.D.

the nominations were seconded by Ralph Tietbohl.

The Chairman then put the nominees before the Shareholders for vote and upon motion of Sergio Proserpi and seconded by Irvin Cohen, the slate of nominees for the Board of Directors was unanimously approved, they to serve until their successors be duly elected and qualified.

It was then decided that the next Shareholders meeting would be held August 29, 1989 at 8:00 p.m. at the offices of the Corporation. The Secretary was directed to send Notice to all Shareholders of the time, date and place of the meeting.

Upon motion duly made, seconded and unanimously carried, the meeting was thereupon adjourned.

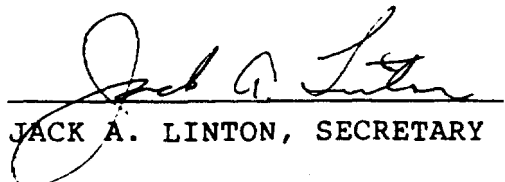


Secretary

NOTICE OF A SPECIAL MEETING OF
THE SHAREHOLDERS OF READING BROADCASTING, INC.

NOTICE is hereby given that a special meeting of the Shareholders of Reading, Broadcasting, Inc. will be held on August 1, 1989 at 7:30 p.m. at the Corporate offices located at 1729 North Eleventh Street, Reading, Pennsylvania, and the following matters will be brought before the Shareholders for consideration:

1. The election of directors to serve from August 1, 1989 until there successors shall be duly elected and qualified. It is contemplated that the Board of Directors shall consist of five (5) members.
2. To consider for approval the Management Services Agreement with Partel, Inc.
3. To discuss any other business as may lawfully come before the meeting.



JACK A. LINTON, SECRETARY

ATTACHMENT I

Minutes of RBI Directors' Meeting
September 13, 1989

9/13/89

MINUTES OF THE ANNUAL MEETING OF
THE BOARD OF DIRECTORS OF
READING BROADCASTING, INC.

1. Time and Place. Pursuant to Waiver of Notice, the annual meeting of the Board of Directors of Reading Broadcasting, Inc. was held on September 13, 1989, at 7:30 p.m. at the office of the corporation, Reading, Berks County, Pennsylvania.

Present were the following:

Edward Fisher, M.D.

Robert H. Clymer, Jr., M.D.

Micheal Parker

Jack A. Linton

in person. Also present was Henry N. Aurandt, M.D. by telephone from Hilton Head, South Carolina.

Upon motion of Edward Fisher, M.D. and seconded by Robert H. Clymer, Jr., M.D. it was resolved to dispense with the reading of the minutes of the previous meeting.

Upon motion of Edward Fisher, M.D. and seconded by Robert H. Clymer, Jr., M.D. the resignation of Henry N. Aurandt, M.D. as Chief Executive Officer of the Corporation be and is hereby accepted: the reason for said resignation being that the bylaws contain a provision that the President is the Chief Executive Officer of the Corporation, Article V, Section 4 of the Bylaws.

Upon motion of Edward Fisher, M.D. and seconded by Robert H. Clymer, Jr., M.D. be and it is hereby resolved that all corporate checks shall require the signature of two members of the Board of Directors and that this resolution shall be implemented upon obtaining the requisite bank signature cards from the financial institution with which the corporation conducts its banking business.

Upon motion of Edward Fisher, M.D. and seconded by Robert H. Clymer, Jr., M.D. it was resolved that any contract by the Corporation for a period in excess of one year shall require approval of the Board of Directors.

Upon motion of Edward Fisher, M.D. and seconded by Robert H. Clymer, Jr., M.D. it was resolved that Schneider, Harris, Segal and Lewis be and are hereby appointed FCC Counsel on behalf of the Corporation upon approval of the Bankruptcy Court.

Upon motion of Edward Fisher, M.D. and seconded by Robert H. Clymer, Jr., M.D. be and it is hereby resolved that the Corporation does hereby adopt the following policies,

with respect to brokers and the sale of stock of the corporation or a substantial portion of its assets:

1. The Corporation will entertain no further offers other than Gil Federbush and/or Reading Acquisition to purchase either the stock or the assets of the Corporation unless such offer meets certain basic parameters consisting of
 - a. a cash deposit with the offer
 - b. the offer being signed by the person or persons making the offer, and
 - c. the offer being made at a price to completely pay all obligations of the Corporation, without reduction through negotiation.
2. No agent or broker shall have exclusive right to list or sell the stock or assets of the Corporation.
3. Any broker who would be instrumental in bringing about such a sale would be compensated solely according to the Lehman Brothers formula, with the exception of Brill Ventures, which would be compensated in accordance with their previous letter to the Corporation dated February 24, 1989, for those clients with whom they had made contact on or before August 22, 1989; provided, however, that a sale would be consummated through those particular individuals contacted. On any other sales Brill Ventures, Inc. would be compensated on the basis of the Lehman Brothers formula.
4. In accordance with paragraph 1 above, any offer must be accompanied by a deposit payment in the amount of \$100,000.00. Of this deposit, \$25,000.00 shall be non-refundable in the event the offer is not accepted, it being intended that this amount shall be used to cover the costs of refining and negotiating the offer.
5. The 90 day extension request of Brill Ventures, Inc. was accepted by the Corporation, but has now expired. The 18 month period set forth in the Brill letter is recognized by the Corporation, but this period began running as of the date of the February letter.
6. Any offer must include an agreement to make payment to Partel, Inc. of the \$250,000.00 "golden parachute" it is entitled to under its Management Service Agreement with the Corporation.
7. Brill Ventures, Inc. has ten (10) days

from the date of this Resolution to register in writing with the Corporation all parties that have been introduced to the Corporation through Brill Ventures, Inc. for the purpose of making an offer to purchase to the Corporation. Any offers made by parties not so registered shall be rejected.

8. Any commission payable to any agent or broker for the sale of the stock or assets of the Corporation is strictly contingent upon approval by the Bankruptcy Court, if necessary.
9. Complete financial information regarding the offeror demonstrating to the satisfaction of the company the ability of the offeror to carry out the financial terms of the offer.

Upon motion of Edward Fisher, M.D. and seconded by Robert H. Clymer, Jr., M.D. it was resolved that Gil Federbush and/or Reading Acquisition shall provide to the Corporation a deposit of \$100,000.00 of which \$25,000.00 shall be non-refundable subject only to the condition that the Corporation make a good faith effort to review and consider the offer of Gil Federbush and/or Reading Acquisition with the utilization of whatever professional services the Corporation deems appropriate.

Upon motion duly made by Edward Fisher, M.D. and seconded by Robert H. Clymer, Jr., M.D. it was resolved that the Corporation deems the letter of intent between the Corporation and Reading Acquisition, Inc. as invalid and of no force and effect since Henry N. Aurandt M.D. did not have authority to execute the letter of intent on behalf of the Corporation.

Upon motion of Edward Fisher, M.D. and seconded by Robert H. Clymer, Jr., M.D. it was resolved that Jack A. Linton and Micheal Parker be and are hereby directed to advise Edward Brill of Brill Ventures, Inc. and Gil Federbush of the lack of effect of the letter of intent and in addition advise both men of the requirements for any future offers which should include appropriate guarantees of responsible parties and the provision for full financial information disclosure with respect to the offeror.

Upon motion of Edward Fisher, M.D. and seconded by Robert H. Clymer, Jr., M.D. it was resolved that the Management Services Agreement between the Corporation and Partel, Inc. and the Shareholders approval thereof be and is hereby ratified and bankruptcy counsel is hereby directed to submit same to Bankruptcy Court for approval. (the unanimous approval excludes the abstention of Micheal Parker).

Upon motion of Edward Fisher, M.D. and seconded by Robert H. Clymer, Jr., M.D. the Agreement between the Corporation and Sony with respect to the lease of certain television equipment a copy of said Lease Agreement being attached hereto and made a part hereof be and is hereby approved and the appropriate corporate officer, Micheal

Parker, President be and is hereby authorized to execute the same on behalf of the Corporation.

Upon motion of Edward Fisher, M.D. and seconded by Robert H. Clymer, Jr., M.D. the Agreement between the Corporation and the Groffs et. al regarding Long Hill and the purchase relative to the same being is hereby approved and the appropriate corporate officers be and are hereby authorized to execute same.

Upon motion of Edward Fisher, M.D. and seconded by Robert H. Clymer, Jr., M.D. it was resolved that the agreement in principle to form "BIG Corporation" in conjunction with CCM and Partel, Inc. be and is hereby approved subject to obtaining the approval of the Bankruptcy Court if same shall be necessary.

Upon motion of Edward Fisher, M.D. and seconded by Robert H. Clymer, Jr., M.D. it was resolved that the Contract with Westcott Christian Center, Inc. and/or its subsidiary Universal Network, Inc. be and is hereby authorized subject to certain terms and conditions specifically that the approval for the reduction of hours be approved by Home Shopping Network in writing.

The President of the Corporation reported that the engineer report setting forth the plan to move from the facilities from Reading to Long Hill will be presented to the Board in the next number of weeks.

The President then presented a computerized prospect list for members of the Board to review and provide the President and other members of the sales staff with introductions to the appropriate parties in order to assist in consummating sales.

The President reported that the Company was in the process of creating a hunting and fishing program and also a Block Bluster Video Program about movies which are available on video. The programs will be one half hour. And last with respect to programming, there will be a Fred Astaire Ballroom program introduced in the near future.

The President then reported that there was \$9,200.00 worth of checks which would require Dr. Aurandt's ratification and approval upon his return from vacation in North Carolina. Dr. Aurandt concurred that he would so ratify the checks upon his return.

Dr. Aurandt questioned when the reorganization plan would be put into effect through the issuance of shares. He was advised by Mr. Parker that the plan will in the near future be presented to the Shareholders for approval but that the shares would not be issued until such time as the Bankruptcy Court approves the plan of reorganization so as to allow each individual involved with Reading Broadcasting to vote his debt instrument.

Upon motion of Edward Fisher, M.D. and seconded by Robert H. Clymer, Jr., M.D. the lease of the Chevrolet Station Wagon from Bob Fisher Chevrolet be and is hereby approved and a copy of the lease is directly attached hereto and made a part of hereof.

The last item on the agenda was a question raised by Dr. Aurandt with respect to the application for the